

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.

Case No: 18-23538 (RDD)

Chapter 11

(Jointly Administered)

**ORDER GRANTING MOTION OF RETIREES PURSUANT TO  
SECTION 1114(d) OF THE BANKRUPTCY CODE FOR APPOINTMENT  
OF A COMMITTEE OF RETIRED EMPLOYEES**

Upon the motion, dated May 28, 2019 (ECF No. 4054) (the “Motion”),<sup>1</sup> of Richard Bruce and Ronald Olbrysh for entry of an order pursuant to 11 U.S.C. §1114(d) of the Bankruptcy Code, all as more fully set forth in the Motion and the accompanying Declaration of Michael M. Mulder (ECF No. 4055); and there being due and sufficient notice of the Motion; and upon the objection (the “Objection”) to the Motion, dated June 14, 2019 (ECF No. 4238) filed by the debtors and debtors in possession herein, the joinder to the Objection, dated June 14, 2019 (ECF No. 4239) filed by the official unsecured creditors committee, the statement in support of the appointment of a retiree committee, dated June 14, 2019 (ECF No. 4237) filed by the United States Department of Labor, and the reply in further support of the Motion, dated June 18, 2019 (ECF No. 4262) (the “Reply”) filed by the movants, including the exhibits thereto; and upon the record of the hearing held by the Court on the Motion on June 20, 2019; and the Court having jurisdiction to consider the Motion and the relief requested therein under 28 U.S.C. §§

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Motion.

157(a)-(b) and 1334(b); and, after due deliberation and for the reasons set forth on the record of the June 20, 2019 hearing, the Court having determined that the Motion should be granted to the extent set forth herein; now, therefore,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. The United States Trustee shall appoint an official committee of retired employees to act as the authorized representative of those persons who may be entitled to receive retiree benefits within the meaning of section 1114(a) of the Bankruptcy Code, comprising the class as defined in the Stipulation of Settlement attached as an exhibit to the Reply.
3. The committee to be appointed pursuant to this Order shall have a budget not to exceed \$250,000; provided, however, the committee may seek reasonable increases for cause upon application to the Court.

Dated: White Plains, New York  
June 25, 2019

/s/ Robert D. Drain

THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE